

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number (if known)

Chapter

7☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Orox Capital Credit GP, L.P.

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 47-3301345

4. Debtor's address

Principal place of business

2403 Farrington Street
Dallas, TX 75207

Number, Street, City, State & ZIP Code

Dallas

County

Mailing address, if different from principal place of business

P.O. Box 670447
Dallas, TX 75367

P.O. Box, Number, Street, City, State & ZIP Code

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) www.oroxx.com

6. Type of debtor

☐ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☒ Partnership (excluding LLP)

☐ Other. Specify: _____

Debtor **Orox Capital Credit GP, L.P.**
Name

Case number (if known)

7. Describe debtor's business**A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☒ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5239**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- ☒ Chapter 7
- ☐ Chapter 9
- ☐ Chapter 11. **Check all that apply:**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

Debtor **Orox Capital Credit GP, L.P.**
Name

Case number (if known)

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?
- ☐ No
☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor **See Attachment**

District

When

Relationship

Case number, if known

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No☐ Yes.

Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard?

- ☐ It needs to be physically secured or protected from the weather.

- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

- ☐ Other

Where is the property?

Number, Street, City, State & ZIP Code

Is the property insured?

☐ No☐ Yes. Insurance agency

Contact name

Phone

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☐ Funds will be available for distribution to unsecured creditors.
- ☒ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

☒ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000

15. Estimated Assets

☐ \$0 - \$50,000☐ \$50,001 - \$100,000☒ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

16. Estimated liabilities

☐ \$0 - \$50,000☐ \$1,000,001 - \$10 million☐ \$500,000,001 - \$1 billion

Debtor	Orox Capital Credit GP, L.P.	Case number (if known)
	Name	
	<input type="checkbox"/> \$50,001 - \$100,000 <input checked="" type="checkbox"/> \$100,001 - \$500,000 <input type="checkbox"/> \$500,001 - \$1 million	<input type="checkbox"/> \$10,000,001 - \$50 million <input type="checkbox"/> \$50,000,001 - \$100 million <input type="checkbox"/> \$100,000,001 - \$500 million
		<input type="checkbox"/> \$1,000,000,001 - \$10 billion <input type="checkbox"/> \$10,000,000,001 - \$50 billion <input type="checkbox"/> More than \$50 billion

Debtor **Orox Capital Credit GP, L.P.**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **December 31, 2023**
MM / DD / YYYY**X /s/ Mark W. Martinson**
Signature of authorized representative of debtor**Mark W. Martinson**
Printed nameTitle **Sole Member of Debtor's General
Partner****18. Signature of attorney****X /s/ Daniel N. Brogan**
Signature of attorney for debtorDate **December 31, 2023**
MM / DD / YYYY**Daniel N. Brogan**
Printed name**Benesch Friedlander Coplan & Aronoff LLP**
Firm name**1313 N. Market Street
Suite 1201
Wilmington, DE 19801**
Number, Street, City, State & ZIP CodeContact phone **(302) 442-7010**Email address **dbrogan@beneschlaw.com****5723 DE**
Bar number and State

Debtor **Orox Capital Credit GP, L.P.** Case number (if known) _____
Name

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number (if known) _____ Chapter 7☐ Check if this an amended filing**FORM 201. VOLUNTARY PETITION****Pending Bankruptcy Cases Attachment**

Debtor	Orox Capital Credit GP, L.P.		Case number (if known)	
	Name			

Debtor	AIHV I, LLC		Relationship to you	Affiliate
District	Delaware	When 12/31/23	Case number, if known	
Debtor	Armstrong Co-Investment Vehicle, L.P.		Relationship to you	Affiliate
District	Delaware	When 12/31/23	Case number, if known	
Debtor	CEI Holding Vehicle, LLC		Relationship to you	Affiliate
District	Delaware	When 12/31/23	Case number, if known	
Debtor	OC Holding Vehicle, LLC		Relationship to you	Affiliate
District	Delaware	When 12/31/23	Case number, if known	
Debtor	OCAV IV, LLC		Relationship to you	Affiliate
District	Delaware	When 12/31/23	Case number, if known	
Debtor	OFAV I, LLC		Relationship to you	Affiliate
District	Delaware	When 12/31/23	Case number, if known	
Debtor	Orox Capital Acquisition Vehicle I, LLC		Relationship to you	Affiliate
District	Delaware	When 12/31/23	Case number, if known	
Debtor	Orox Capital Co-Investment GP, L.P.		Relationship to you	Affiliate
District	Delaware	When 12/31/23	Case number, if known	
Debtor	Orox Capital Co-Investment Vehicle I, L.P.		Relationship to you	Affiliate
District	Delaware	When 12/31/23	Case number, if known	
Debtor	Orox Capital Co-Investment Vehicle II, L.P.		Relationship to you	Affiliate
District	Delaware	When 12/31/23	Case number, if known	
Debtor	Orox Capital Co-Investment Vehicle III, L.P.		Relationship to you	Affiliate
District	Delaware	When 12/31/23	Case number, if known	
Debtor	Orox Capital Credit Opportunities Fund, L.P.		Relationship to you	Affiliate
District	Delaware	When 12/31/23	Case number, if known	
Debtor	Orox Capital GP, LLC		Relationship to you	Affiliate
District	Delaware	When 12/31/23	Case number, if known	
Debtor	Orox Capital Management, LLC		Relationship to you	Affiliate
District	Delaware	When 12/31/23	Case number, if known	
Debtor	Orox Finance Co-Investment GP, L P		Relationship to you	Affiliate
District	Delaware	When 12/31/23	Case number, if known	
Debtor	Orox Southwest Holding Vehicle, LLC		Relationship to you	Affiliate
District	Delaware	When 12/31/23	Case number, if known	
Debtor	Orox SSW Holdings, LLC		Relationship to you	Affiliate
District	Delaware	When 12/31/23	Case number, if known	
Debtor	Oscar Equipment Company, LLC		Relationship to you	Affiliate
District	Delaware	When 12/31/23	Case number, if known	
Debtor	Oscar Holding Vehicle, LLC		Relationship to you	Affiliate
District	Delaware	When 12/31/23	Case number, if known	

**WRITTEN CONSENT OF GENERAL PARTNER OF
OROX CAPITAL CREDIT GP, L.P.**

The undersigned, being the general partner (the “GP”) of Orox Capital Credit GP, L.P., a Delaware limited partnership (the “Partnership”), hereby consents and agrees to the adoption of the following resolutions pursuant to Section 17-405 of the Revised Uniform Limited Partnership Act of the State of Delaware, as amended (the “Act”), and the Limited Partnership Agreement of the Company, dated as of February 18, 2015, as amended (the “LPA”), in lieu of holding a meeting. Capitalized terms used in this consent (this “Consent”) and not otherwise defined shall have the meanings ascribed to such terms in the LPA.

RECITALS

WHEREAS, the primary function of the Company is to act as the general partner of Orox Capital Credit Opportunities Fund, L.P (the “Main Fund”);

WHEREAS, the term of the Main Fund has ended due to an election of the limited partners as set forth in Section 4.1(b) of the Main Fund’s limited partnership agreement;

WHEREAS, the GP, having reviewed the financial position of the Company, including the value of its assets, its prospects for future revenue and access to liquidity, and having consulted with counsel regarding restructuring and turnaround options available to the Company, has determined that a wind-down of operations of the Company is the best course of action for the Company and its stakeholders;

WHEREAS, based on such review and consultations, the GP has determined that it would be in the best interests of the Company, its creditors and its equityholders to file a voluntary petition under chapter 7 of the United States Bankruptcy Code (11 U.S.C. §§ 101 *et seq.*, the “Bankruptcy Code”);

NOW THEREFORE, BE IT RESOLVED, that the Company is authorized and directed to file (the “Filing”) such a voluntary petition in the Bankruptcy Court for the District of Delaware or such other court of proper jurisdiction as determined by GP in its reasonable discretion as soon as practicable;

FURTHER RESOLVED, that the Company, the GP, and any officers appointed by the GP be, and hereby are, authorized to enter into and perform their respective obligations under the Bankruptcy Code in connection with the Filing, including by engaging bankruptcy counsel, preparing schedules and all other required documentation for the Filing, signing all attestations and required documents necessary or useful for the Filing, and otherwise ceasing operations and preserving documents and information related to the Company;

FURTHER RESOLVED, that all lawful actions taken to date by the Company, GP, or any other officer or authorized person taken in connection with the Filing are hereby ratified, adopted, and approved, and that the GP and any officer appointed by the GP pursuant to the LPA is hereby authorized, in the name and on behalf of the Company, to do any and all such further acts and things and to execute and deliver any and all such other documents, ancillary agreements, exhibits, disclosure schedules, forms, instruments and certificates as may, in the

opinion of the GP or such officer, be necessary, convenient or desirable to effectuate the purposes of the foregoing Resolutions and to carry out the actions hereinabove approved;

FURTHER RESOLVED, that this Consent may be executed in multiple counterparts, each of which shall be deemed an original and all of which taken together shall be deemed to be one document;

FURTHER RESOLVED, that the Recitals set forth above are incorporated herein by reference as reflecting the general understanding and intent of the parties; and

FURTHER RESOLVED, that this Consent shall be governed by and construed in accordance with the laws of the State of Delaware.

[Signature Page To Follow]

The actions taken by this Consent shall have the same force and effect as if taken at a meeting of the GP, duly called, and constituted pursuant to the Act and the LPA. Electronic acceptance (e.g., DocuSign), acknowledgment, and/or delivery of this Consent shall constitute an effective adoption of the resolutions contained herein and be binding as an original.

Dated: December 28, 2023

Orox Capital GP, LLC, the GP

By: 

Name: Mark W. Martinson, Jr.

Its: Sole Member

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

OROX CAPITAL CREDIT GP, L.P.,

Debtor.

Chapter 7

Case No. 23-____ ()

VERIFICATION OF CREDITOR MATRIX

I, the undersigned authorized signatory of the partnership named as the debtor in this case,
hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

/s/ Mark W. Martinson

Mark W. Martinson

Authorized Signatory

OROX CAPITAL CREDIT GP, L.P.
P.O. BOX 670447
DALLAS, TX 75367

DELAWARE DIVISION OF CORPORATIONS
PO BOX 898
DOVER, DE 19903

DELAWARE DIVISION OF REVENUE/BANKRUPTCY
ATTN: BANKRUPTCY ADMINISTRATOR
CARVEL STATE BUILDING
820 N. FRENCH STREET, 8TH FLOOR
WILMINGTON, DE 19801

INTERNAL REVENUE SERVICE
P.O. BOX 7346
PHILADELPHIA, PA 19101

OKLAHOMA TAX COMMISSION
GENERAL COUNSEL'S OFFICE
2501 N. LINCOLN BLVD.
OKLAHOMA CITY, OK 73105-4301

OROX CAPITAL MANAGEMENT, LLC
PO BOX 670447
DALLAS, TX 75367

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

OROX CAPITAL CREDIT GP, L.P.

Debtor.

Chapter 7

Case No. 23-____ ()

DISCLOSURE OF COMPENSATION OF ATTORNEYS FOR DEBTOR

1. I, Jacob H. Marshall, am a partner of the law firm of Benesch Friedlander Coplan & Aronoff LLP (“Benesch”). I submit this statement pursuant to 11 U.S.C. § 329 and Rule 2016(b) of the Federal Rules of Bankruptcy Procedure.

The November 8, 2023 Engagement and Receipt of Advance Payment Retainers

2. Benesch has represented Orox Capital Management, LLC (“OCM”) in connection with numerous matters since September 2020. On or about November 8, 2023, Benesch agreed to provide legal services to OCM and the following nineteen (19) affiliated funds and entities (collectively with OCM, the “Orox Debtors”)¹ in connection with their distressed financial situation, including the potential preparation and filing of chapter 7 bankruptcy petitions (the “Engagement”):²

AIHV I, LLC
Armstrong Co-Investment Vehicle, L.P.
CEI Holding Vehicle, LLC
OC Holding Vehicle, LLC
OCAV IV, LLC
OFAV I, LLC
Orox Capital Acquisition Vehicle I, LLC
Orox Capital Co-Investment GP, L.P.
Orox Capital Co-Investment Vehicle I, L.P.
Orox Capital Co-Investment Vehicle II, L.P.

Orox Capital Co-Investment Vehicle III, L.P.
Orox Capital Credit GP, L.P.
Orox Capital Credit Opportunities Fund, L.P.
Orox Capital GP, LLC
Orox Finance Co-Investment GP, L.P.
Orox Southwest Holding Vehicle, LLC
Orox SSW Holdings, LLC
Oscar Equipment Company, LLC
Oscar Holding Vehicle, LLC

¹ Orox Southwest Holding Vehicle, LLC was not a party to the supplemental engagement letter dated November 8, 2023, but later joined and ratified the engagement effective as of November 8, 2023. The Orox Debtors do not include any “portfolio companies” owned by the funds.

² The Engagement involved legal services apart from the preparation for chapter 7 bankruptcy filings, including exploring alternative, out-of-court strategies for winding down the Orox Debtors.

3. As a requirement of the Engagement: (i) each of the Orox Debtors agreed to be jointly and severally liable for Benesch's fees and expenses incurred in connection with the Engagement and (ii) the Orox Debtors would provide Benesch with an initial \$100,000 special purpose retainer (also known as an advance payment retainer)³ prior to Benesch starting any work on the Engagement.

4. On November 14, 2023, Benesch received the initial \$100,000 special purpose retainer from OCM via wire transfer. On December 15, 2023, Benesch received an additional \$100,000 special purpose retainer from OCM via wire transfer.⁴

5. From November 14 through December 22, 2023, Benesch professionals working on the Engagement billed time at their standard hourly rates and issued certain invoices reflecting application of the special purpose retainer.

6. Effective December 23, 2023, Benesch agreed to accept the remaining amount of the special purpose retainer (approximately \$91,310) in exchange for: (i) any further analysis of the Orox Debtor's financial situation and rendering related advice to the Orox Debtors; (ii) any remaining work on the preparation of the petitions, schedules, statements of financial affairs, and any other related services required in connection with the Orox Debtors' chapter 7 filings (and related filing fees); and (iii) representation of the Orox Debtors at the meeting of creditors and related preparation.

³ See Rule 1.5(d)(5) of the Illinois Rules of Professional Conduct and *Dowling v. Chicago Options Assoc., Inc.*, 875 N.E.2d 1012, 1018 (Ill. 2007)).

⁴ The source of the funds for the special purpose retainers was OCM, but OCM has charged a portion of those funds to each Orox Debtor, as will be reflected in each Orox Debtors' statement of financial affairs to be filed in the chapter 7 bankruptcy cases.

Disclosures Under 11 U.S.C. § 329 and Fed. R. Bankr. Proc. 2016(b)

7. Subject to the foregoing background, pursuant to 11 U.S.C. § 329 and Rule 2016(b) of the Federal Rules of Bankruptcy Procedure, I certify that Benesch is counsel to the above-captioned debtor (the “Debtor”) and that total compensation paid to Benesch within one year before the filing of the petitions in bankruptcy, or agreed to be paid to Benesch, for services rendered or to be rendered on behalf of the Orox Debtors (collectively) in contemplation of or in connection with the bankruptcy cases⁵ is as follows:

For legal services, Benesch has agreed to accept**\$200,000.00**

Prior to the filing of this statement Benesch has received.....**\$200,000.00**

Balance Due.....**\$0.00**

8. The source of the compensation paid to Benesch was:

☐ Debtor

☒ Other (specify): Orox Capital Management, LLC

9. No further compensation is to be paid to Benesch.

10. Benesch has not agreed to share the above-disclosed compensation with any other person unless they are partners or associates of Benesch.

11. In return for the above-disclosed fee, Benesch has agreed to render legal services for only the following aspects of the chapter 7 cases of the Orox Debtors:

- a. any further analysis of the Orox Debtor’s financial situation and rendering related advice to the Orox Debtors;
- b. any remaining work on the preparation of the petitions, schedules, statements of financial affairs, and any other related services required in connection with the Orox Debtors’ chapter 7 filings (and related filing fees); and
- c. representation of the Orox Debtors at the meeting of creditors and related preparation.

⁵ This certification does not address amounts paid to Benesch within the past year on other non-bankruptcy matters in which Benesch represented OCM.

12. By agreement with the Debtor, the above-disclosed fee does not include any other services other than those referenced above.

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to Benesch for representation of the Orox Debtors in the chapter 7 cases.

Date: December 31, 2023

/s/ Jacob H. Marshall
Jacob H. Marshall (*pro hac vice* forthcoming)
71 South Wacker Drive, Suite 1600
Chicago, Illinois 60606-4637
Telephone: (312) 212-4949
Email: jmarshall@beneschlaw.com

Counsel to Debtor

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

OROX CAPITAL CREDIT GP, L.P.,

Debtor.

Chapter 7

Case No. 23-____ ()

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the undersigned authorized signatory certifies that the following is a list of corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the above-captioned debtor's equity interests:

Equityholder	Percentage of Equity Held
Orox Capital GP, LLC	100% of general partnership interests of the Debtor
Martinson Capital, LLC	83.8% of the limited partnership interests of the Debtor

/s/ Mark W. Martinson

Mark W. Martinson

Authorized Signatory